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Tarrant County Texas

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Mary Louise Garrison

PGS 5 \$32.00

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

Electronically Recorded
L0587710 Chesapeake Operating, Inc.

AMENDMENT OF OIL, GAS AND MINERAL LEASE

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Oil, Gas and Mineral Lease effective on September 10, 2007, and memorandum of which is filed in the Official Public Records of Tarrant County, Texas, as document number D207379532, (the "Lease"), was executed by and between **John F Oudt and wife Lesa B Oudt ("Lessor")** in favor of **Four Sevens Resources Company, Ltd. ("Lessee")**, who subsequently conveyed all right, title and interest to the Lease in an assignment dated on July 1, 2007, to Chesapeake Exploration Limited Partnership, whose successor in interest is **Chesapeake Exploration, L.L.C. ("Assignee")**.

See "Exhibit A" attached hereto for a description of the leased premises

WHEREAS, since the execution and delivery of the Lease, it has been discovered that the pooling provision (Paragraph 6) of said Lease is inadequate for the benefit of both parties, and thus, the Lessor and Lessee desire to amend and correct the pooling provision of the Lease in order to more effectively develop the Lands contained with the hereinabove described Lease;

NOW THEREFORE, for and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and confessed, the Lessor and Lessee do hereby delete the provision of one hundred and twenty (120) acres in Paragraph 6 in its entirety and replace it with the following:

Units pooled for oil shall not exceed forty (40) acres, plus a tolerance of 10%; and units pooled for gas shall not exceed six hundred and forty (640) acres, plus a tolerance of 10%; provided that a larger unit may be formed for an oil well or gas well or horizontal completion to conform to any well spacing or density pattern that may be prescribed or permitted by any governmental authority having jurisdiction to do so.

The Lessor does by these presents ratify, confirm and adopt the Lease and the addendum thereto as amended hereby, and do further grant, let, lease and demise unto the Lessee all of the land described therein, together with all rights thereunder, under the same terms and conditions contained in the original lease, except as herein amended.

TX0018962-000

Executed by each party on the date set forth in their respective acknowledgments below, but effective for all purposes as of September 10, 2007.

Lessor:

John F Oudt

By: 

John F Oudt

Lessor:

Lesa B Oudt

By: 

Lesa B Oudt

Lessee:

**Chesapeake Exploration, L.L.C.
An Oklahoma Limited Liability Company**

By: 

Henry J. Hood, Sr. Vice President - Land and
Legal & General Counsel 

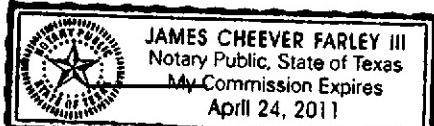
ACKNOWLEDGMENT

STATE TEXAS _____)

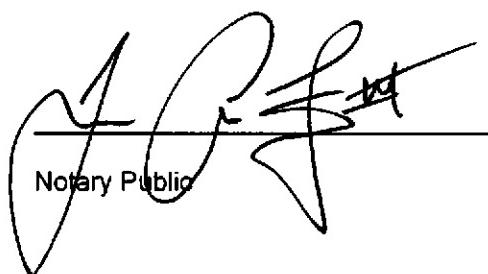
COUNTY OF Tarrant)

On this 14 day of November, 2008 before me,
James Cheever Farley III Notary Public in and for said County and State, personally
appeared **John F Oudt**, personally known to me (or proved to me on the basis of satisfactory
evidence) to be the person whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same in his authorized capacity and that by his
signature on the instrument in person, or the entity upon behalf of which the person acted,
executed the instrument.

WITNESS my hand and official seal.



(SEAL)



Notary Public

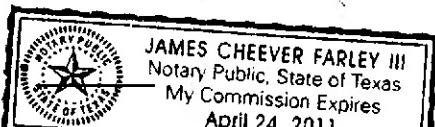
ACKNOWLEDGMENT

STATE OF Texas)

COUNTY OF Tarrant)

On this 14 day of November, 2008 before me,
James Cheever Farley III Notary Public in and for said County and State, personally
appeared **Lesa B. Oudt**, personally known to me (or proved to me on the basis of satisfactory
evidence) to be the person whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same in his authorized capacity and that by his
signature on the instrument in person, or the entity upon behalf of which the person acted,
executed the instrument.

WITNESS my hand and official seal.



(SEAL)



Notary Public

ACKNOWLEDGMENT

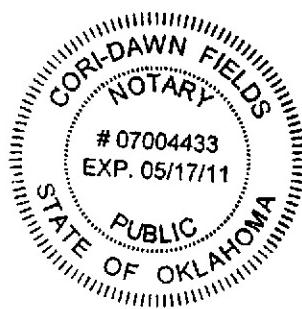
STATE OF OKLAHOMA
COUNTY OF OKLAHOMA

Before me, the undersigned, a Notary Public in and for said County and State, on this 3rd day of December, 2008, personally appeared Henry J. Hood, Senior Vice President - Land and Legal & General Counsel for **Chesapeake Exploration L.L.C.**, an Oklahoma limited partnership, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

Corinna M. Schild
Notary Public

My Commission Expires: 5-17-2011
My Commission Number: 7004433



THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

EXHIBIT "A"

Attached to and made a part of that certain Amendment of Oil, Gas and Mineral Lease dated September 10th, 2008, between **John F Oudt and wife Lesa B Oudt**, as Lessor, and **Chesapeake Exploration, L.L.C. ("Assignee")**.

DESCRIPTION

6.701 acres of land, more or less, out of the E. Crockett Survey, A-259. Further described as Block 40, and Block 41, Rivercrest Addition, an addition to the City of Fort Worth, Tarrant County, Texas. Also being that same 6.701 acres of land, more or less, described in that Special Warranty Deed from Edward L. Hay, Individually and as Independent Executor of the Estate of Elise Waggoner Hay, deceased, to John F. Oudt and Lesa B Oudt, recorded in volume 10723 page 250, and that general Warranty Deed from Edward L. Hay, Individually and as Independent Executor of the Estate of Elise Waggoner Hay, deceased, to John F. Oudt and wife Lesa B Oudt recorded in Volume 11159 Page 878 of Deed Records, Tarrant County, Texas, and commonly known as 1200 Western Ave, Fort Worth, TX 76107, Georeference # 34565-40 and Georeference # 34565-41.

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154